

CRAFT JOSEPH W III

Form 4

December 19, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRAFT JOSEPH W III

(Last) (First) (Middle)

1717 S. BOULDER
AVENUE, SUITE 600

(Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Alliance Holdings GP, L.P. [AHGP]

3. Date of Earliest Transaction
(Month/Day/Year)

12/18/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and Chief Executive

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Unit					20,641,168	I	By Alliance Resource GP, LLC ⁽¹⁾
Common Unit					2,463,449 ⁽²⁾	D	
Common Unit					19,550,129	I	Through members of 13d group ⁽³⁾
Common units	12/18/2012		S	5,975 ⁽⁵⁾ D \$ 30	354,341	I	Alliance Management Holdings III,

LLC ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAFT JOSEPH W III 1717 S. BOULDER AVENUE SUITE 600 TULSA, OK 74119	X	X	President and Chief Executive	

Signatures

Joseph W. Craft by Mindy Kerber, pursuant to power of attorney dated July 27, 2006

12/19/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Joseph W. Craft III ("Craft") indirectly jointly owns 20,641,168 Common Units of AHGP through his joint ownership of Alliance Resource GP, LLC with Kathleen S. Craft.
- (2) Held through the JWC III Rev Trust, of which Mr. Craft is trustee.
- (3) These AHGP common units are held by certain entities and individuals (some of whom are current or former members of management of ARLP) other than Mr. Craft with whom he may be deemed to comprise a group under Rule 13d-5(b) of the Exchange Act. Mr. Craft

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disclaims beneficial ownership of the reported securities.

- (4) These AHGP common units are held through Alliance Management Holdings III, LLC ("AMH III"), which acquired 600,000 Common Units of AHGP in connection with the AMH Liquidation and the AMH II Liquidation. Mr. Craft is the sole director of AMH III and owns 42.43% of the membership interests in AMH III. Mr. Craft disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.

- (5) AMH III entered into option agreements to sell 314,005 common units of AHGP for an exercise price of \$30.00 per common unit, the options are exercisable from July 1, 2011 through July 1, 2013. AMH III received consideration of \$3.36 per common unit for each option. These amounts shown represent the exercise of those options by individuals other than Mr. Craft. Mr. Craft is not selling these or any other AHGP units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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